

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:

THE RHODES COMPANIES, LLC,
Debtor.

Case No.: BK-S-09-14814-LBR

Chapter 11

**NOTICE OF WITHDRAWAL OF APPLICATION OF PAYMENT OF ADMINISTRATIVE
EXPENSE CLAIM AND CLAIM; PROOF OF CLAIM NO. 94**

COMES NOW, INSURANCE CO. OF THE STATE OF PENNSYLVANIA AND
CERTAIN OTHER AFFILIATES OF CHARTIS and hereby withdraws its proof of claim,
designated as Claim No. 94(the "Claim") filed in the above-captioned case. Attached hereto as
Exhibit "A" is a true and correct copy of the Claim.

Dated: 8/31, 2010



By: Michelle A. Levitt (signature) (print name)
Its: Bankruptcy Counsel (title)

EXHIBIT A

FILED

MAY 03 2010

By Omni Management Group, Claims Agent
For U.S. Bankruptcy Court
District of Nevada

Michelle A. Levitt, Esq.
175 Water Street, 18th Floor
New York, New York 10038
(212) 458-6777
Attorney for Claimant

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA**

IN RE)	
)	Chapter 11
)	
THE RHODES COMPANIES, LLC aka)	
"RHODES HOMES", ET AL.)	Case No.: 09-14814 LBR
)	
Debtor(s).)	(Jointly Administered)
)	

**REQUEST AND APPLICATION OF INSURANCE COMPANY OF THE STATE
OF PENNSYLVANIA AND CERTAIN OTHER AFFILIATES OF CHARTIS INC.
FOR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

Insurance Company of the State of Pennsylvania and certain other affiliates of Chartis Inc. (together "Claimant"), which provided insurance coverage or other services to The Rhodes Companies, LLC aka "Rhodes Homes", et al. (the "Debtors"), hereby file this request for payment of administrative expense claim, and respectfully state as follows:

1. On March 31, 2009, the Debtors commenced their bankruptcy cases under chapter 11, title 11 of the United States Code (the "Bankruptcy Code").
2. On and after the Petition Date, the Claimant provided and continues to provide general liability excess insurance coverages, among others, to the Debtors for various periods commencing on October 1, 1998 and ending on October 1,

2010¹. A spreadsheet listing the post-petition policies issued to the Debtors is attached hereto as Exhibit A. Additionally, Claimant and Debtors may have or may in the future enter into additional policies during the pendency of the bankruptcy case.

3. Pursuant to the policies, the Debtors are obligated to pay to Claimant, among other things, premium, certain deductibles, self-insured retentions, reimbursement obligations, any additional premium, fees, expenses and related costs. Claimant is entitled to administrative expense status pursuant to section 503(b) of the Bankruptcy Code for all amounts, liquidated, unliquidated, contingent or otherwise, for insurance and other services provided to the Debtors after the Petition Date. If any amounts become liquidated and due, Claimant seeks to be paid in the ordinary course of business. This Request is made for all obligations of the Debtors arising under the policies issued by Claimant to the Debtors whether or not the relevant insurance policies and related agreements are specifically listed or described in Exhibit A. Claimant reserves the right to amend this administrative expense claim request as such amounts become liquidated.

4. The test to determine whether an applicant is entitled to payment of an administrative expense, is whether the efforts of the applicant resulted in actual and demonstrable benefit to the debtor's estate. In re AM Intern, Inc., 203 B.R. 898, 904 (Bankr. D. Del. 1996) (citing Lebron v. Mecham Financial, Inc., 27 F.3d 944 (3d Cir. 1994)). It is well settled that insurance is a recognized means of protecting and preserving the estate, thus providing a benefit to the estate. In re Gamma Fishing Co.,

¹Nothing herein shall be deemed to modify the terms of the policies. For issues of coverage or otherwise, the policies shall control.

Gamma, 70 B.R. at 955 (where debtor receives necessary benefits from a pre-petition insurance contract, the insurer is entitled to an administrative claim for the pro-rata share of the premium during which the estate received the benefit of the contract).

5. As the amount owed to Claimant relates to the period arising after the Petition Date and the Debtors received a substantial benefit from the existence of the insurance coverage, Claimant is entitled to an administrative expense claim, pursuant to section 503(b) of the Bankruptcy Code.

6. Additionally, Claimant reserves the right to amend this request for payment to add any additional amounts due, including without limitation, premiums or any deductibles, losses, or self-insured retention, reimbursement obligations, fees, expenses, and related costs on any of the Policies set forth herein or on the list attached hereto in Exhibit A.

7. The filing of this request for payment is not intended to waive any right to arbitration. Claimant expressly reserves the right to seek arbitration of any dispute arising in connection with this request. To the extent of any pre-existing arbitration agreement, this court's jurisdiction to resolve disputes should be limited to referring such disputes to arbitration and enforcing any arbitration award.


8. In executing and filing this request for payment, Claimant: (i) does not submit itself to the jurisdiction of this Court for any purpose other than with respect

to said request for payment; (ii) does not waive any right or rights that it has or may have against any other persons liable for all or part of the request for payment set forth herein; (iii) expressly reserves the right to the extent permitted by law to amend or supplement this request for payment in any respect; and (iv) expressly reserves the right to assert all claims, causes of action, defenses, offsets or counterclaims. Claimant expressly reserves all rights to cancel or rescind any and all of the agreements which are the subject of this request for payment.

WHEREFORE, Claimant respectfully requests that the Court enter an Order (i) granting Claimant an allowed administrative expense claim for any amounts arising after the Petition Date; (ii) requiring the Debtors to make payment of such claim in the ordinary course of business; and (iii) providing for such other relief that the Court deems just and proper.

Dated this 30th of April, 2010.

By:


Michelle A. Levitt, Esq.
Attorney for Claimant
175 Water St., 18th Floor
New York, New York 10038

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing Request and Application of Insurance Company of the State of Pennsylvania and certain other affiliates of Chartis Inc. for Payment of Administrative Expense Claim has been furnished by express mail to:

Omni Management Group
16161 Ventura Blvd., Suite C
PMB #477
Encino, CA 91436

Shirley S. Cho, Esq.
Pachulski Stang Ziehl & Jones, LLP
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Philip C. Dublin, Esq.
Akin Gump Strauss Hauer & Feld, LLP
One Bryant Park
New York, NY 10036

Dated this 30th day of April, 2010.



Michelle A. Levitt, Esq.

EXHIBIT A

Petition Date 3/31/2009

Policy #	Branch	MLOB	Insured Name	Writing Company	Profit Center	Effective	Expires
05 - LOS ANG	GLEX	PINNACLE GRADING LLC	INSURANCE COMPANY OF THE STATE OF P 75 - EXCESS CONST	2008-05-08	2009-05-08		
05 - LOS ANG	GLEX	PINNACLE GRADING, LLC	INSURANCE COMPANY OF THE STATE OF P 75 - EXCESS CONST	2009-05-08	2010-05-08		
05 - LOS ANG	GLEX	RHODES DESIGN & DEVELOPMENT, ETAL	INSURANCE COMPANY OF THE STATE OF P 75 - EXCESS CONST	2007-10-01	2010-10-01		

DEBTORS' LIST

- | | | |
|-----|---|-----------|
| 1. | The Rhodes Companies, LLC | #09-14814 |
| 2. | Heritage Land Company, LLC | #09-14778 |
| 3. | Tribes Holdings, LLC | #09-14817 |
| 4. | Apache Framing, LLC | #09-14818 |
| 5. | Geronimo Plumbing LLC | #09-14820 |
| 6. | Gung-Ho Concrete, LLC | #09-14822 |
| 7. | Bravo, Inc. aka Rhodes Framing | #09-14825 |
| 8. | Elkhorn Partners, a Nevada Limited Partnership | #09-14828 |
| 9. | Six Feathers Holdings, LLC | #09-14833 |
| 10. | Elkhorn Investments, Inc. | #09-14837 |
| 11. | Jarupa, LLC | #09-14839 |
| 12. | C & J Holdings, Inc. aka Neighborhood Association Group | #09-14843 |
| 13. | Rhodes Design and Development Corporation
aka Rhodes Homes | #09-14846 |
| 14. | Parcel 20, LLC | #09-14848 |
| 15. | Tuscany Acquisitions IV, LLC | #09-14849 |
| 16. | Tuscany Acquisitions III, LLC | #09-14850 |
| 17. | Tuscany Acquisitions II, LLC | #09-14852 |
| 18. | Tuscany Acquisitions, LLC | #09-14853 |
| 19. | Rhodes Ranch Golf and Country Club, LLC
aka Rhodes Ranch Golf Club | #09-14854 |
| 20. | Overflow, LP | #09-14856 |
| 21. | Wallboard, LP | #09-14858 |

22. Jackknife, LP #09-14860
23. Chalkline, LP #09-14862
24. Glynda, LP #09-14865
25. Tick, LP #09-14866
26. Rhodes Arizona Properties, LLC #09-14868
27. Rhodes Homes Arizona, LLC #09-14882
28. Tuscany Golf Country Club, LLC aka Tuscany Golf Club #09-14884
29. Pinnacle Grading, LLC #09-14887
30. Rhodes Realty, Inc. #09-14841
31. Rhodes Ranch General Partnership #09-14844
32. Batcave, LP #09-14861

Chartis U.S.
Law Department
175 Water Street, 18th Floor
New York, NY 10038
www.chartisinsurance.com

FILED

MAY 03 2010

By Omni Management Group, Claims Agent
For U.S. Bankruptcy Court
District of Nevada

CHARTIS 

April 30, 2010

VIA EXPRESS MAIL

Omni Management Group
16161 Ventura Blvd., Suite C
PMB #477
Encino, CA 91436

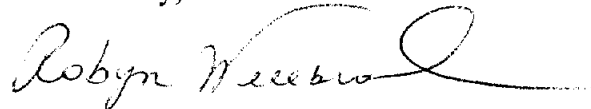
Re: In re: The Rhodes Companies, LLC, aka "Rhodes Homes", et al.
Application for Payment of Administrative Expense Claim

Dear Sir or Madam:

Please find enclosed an original and two copies of the Request and Application of Insurance Company of the State of Pennsylvania for Payment of Administrative Expense Claim for filing. Please file the original in the Court file, kindly have the copies stamped "Filed" and return the copies to me in the enclosed self-addressed stamped envelope.

Thank you for your cooperation in this matter. If you have any questions, please do not hesitate to contact me at (212) 458-7012.

Sincerely,



Robyn Wellbrock
Litigation Paralegal

Enclosures

cc:

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